

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4818

VIA AIR COURIER

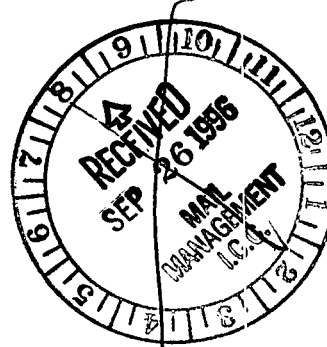
RECORDATION NO. **19560-A** FILED 1425

September 25, 1996

OCT 2 1996 9:49 AM

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
Department of Transportation
12th and Constitution Avenue, N.W.
Washington, DC 20423

INTERSTATE COMMERCE COMMISSION



RE: Termination of Lease of Railroad Equipment dated as of August 21, 1996 ("Termination of Lease") by Helm Financial Corporation.

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully executed originals of the Termination of Lease dated August 21, 1996 by Helm Financial Corporation.

In connection with the recording of the Termination of Lease, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111


Name and Address of Lessee: Union Pacific Railroad
1416 Dodge Street, Room 200
Omaha, NE 68179

Equipment: Ninety-four (94) gondola railcars and ninety (90) covered hopper railcars
(See Schedule A for reporting mark and numbers.)

Previous ICC Filing: Memorandum of Lease filed on 8/10/95 under Recordation No. 19560.

Please file the Termination of Lease as a supplementary document and return one (1) endorsed original to my attention. The filing fee of \$21.00 is included in the enclosed check.

Sincerely,


Chris Dilley
Administrative Assistant

/cpd
Enclosures

RECORDATION NO. 19560-A FILED 1425

OCT 24 1996 9:42 AM

TERMINATION OF LEASE

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name on the date indicated below its signature.

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is made as of August 21, 1996 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor entered into the Schedule No. 1 dated May 25, 1995 to that certain Lease of Railroad Equipment dated as of January 3, 1995 (the "Lease") with Union Pacific Railroad Company, a Utah corporation, with respect to the ninety-four (94) gondola railcars and the ninety (90) covered hopper railcars described in Schedule A attached hereto (the "Units"). The Schedule is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation Number 19560 filed on August 10, 1995 at 2:30 p.m.

The Schedule was terminated on February 15, 1996. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. Termination. The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name on the date indicated below its signature.

① HELM FINANCIAL CORPORATION

By

John J. Harris

Title: Senior Vice President & CFO

Date:

9 Sept 1996

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On _____, 1996, before me, _____
personally appeared John F. Dains, Senior Vice President and Chief
Financial Officer of HELM FINANCIAL CORPORATION,

— personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.

SIGNATURE OF THE NOTARY

SCHEDULE A

To Termination of Lease dated as of August 21, 1995 by Helm Financial Corporation

GROUP A UNITS

Equipment Description:

Ninety-four (94), 100-ton, 2,244 cubic foot capacity gondola railcars, with 4'6" sides and steel floors; built by Ortner Freight Car Company in 1979.

Reporting Marks:

MKT 12400-12426, 12428-12435, 12437-12453, 12455-12457, 12459-12465, 12467-12497, 12499.

GROUP B UNITS

Equipment Description:

Ninety (90), 100-ton, 2,980 cubic foot capacity covered hopper railcars, with two-compartments and four 30" round hatches; built by ACF Industries in 1979.

Reporting Marks:

MKT 400, 402-422, 424-431, 433-443, 445-453, 455-470, 472-480, 482-484, 486-488, 490-494, 496-499.